

RECORDATION NO. 25136-15 FILED

DEC 28 '04 12:17 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 28, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Memorandum of Master Lease Agreement (Rider No. 3), dated as of November 11, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document supercedes and replaces the Amended and Restated Memorandum of Master Lease Agreement (Rider No. 3), previously filed with the Board under Recordation Number 25136-B.

The names and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC
230 Park Avenue, 32nd Floor
New York, New York 10169

Lessee: Union Pacific Railroad Corporation
1416 Dodge Street
Omaha Nebraska 68179-0001

Mr. Vernon A. Williams
December 28, 2004
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A description of the railroad equipment covered by the enclosed document
is:

200 covered hopper cars: CMO 10000 – CMO 10199.


A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Master Lease Agreement (Rider
No. 3).

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

REGISTRATION NO. 25136-1 FILED

DEC 28 '04 12:17 PM

SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED
MEMORANDUM OF MASTER LEASE AGREEMENT
BETWEEN
BABCOCK & BROWN RAIL FUNDING LLC ("LESSOR")
AND
UNION PACIFIC RAILROAD COMPANY ("LESSEE")

EFFECTIVE AS OF AUGUST 6, 2004

AMENDED AND RESTATED RIDER NO. 03

EFFECTIVE AS OF NOVEMBER 11, 2004

AMENDED AND RESTATED
MEMORANDUM OF MASTER LEASE AGREEMENT
BETWEEN
BABCOCK & BROWN RAIL FUNDING LLC ("LESSOR")
AND
UNION PACIFIC RAILROAD COMPANY ("LESSEE")

EFFECTIVE AS OF AUGUST 6, 2004

AMENDED AND RESTATED RIDER NO. 04

EFFECTIVE AS OF NOVEMBER 11, 2004

This Amended and Restated Memorandum of a Master Lease Agreement effective as of August 6, 2004 and Amended and Restated Rider No. 04 thereto effective as of November 11, 2004, by and between Babcock & Brown Rail Funding LLC, a Delaware limited liability company (the "Lessor") and Union Pacific Railroad Company, a Delaware corporation (the "Lessee"), is dated as of December 15th, 2004, and supercedes and replaces the original Memorandum of Master Lease Agreement and Rider No. 04 thereto dated November 11, 2004.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor ninety (90), 5200 CF food grade covered hopper railcars with six (6) 30" round aluminum hatches and three (3) stainless steel 30" x 30" gravity pneumatic outlet gates, AAR car type code C314, manufactured by American Railcar Industries, Inc. in 2004, marked and numbered CMO 10200-10289, inclusive.
2. The Master Lease Agreement and Amended and Restated Rider No. 04 shall be effective as of November 11, 2004, and shall be subject to the Term, as described in the Master Lease Agreement and Amended and Restated Rider No. 04.

This Amended and Restated Memorandum of Master Lease Agreement may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: BABCOCK & BROWN RAIL FUNDING LLC



By: Ross Sullivan
Title: Vice President

LESSEE: UNION PACIFIC RAILROAD COMPANY

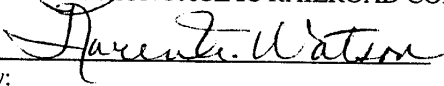
By: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: BABCOCK & BROWN RAIL FUNDING LLC

By: _____
Title: _____

LESSEE: UNION PACIFIC RAILROAD COMPANY

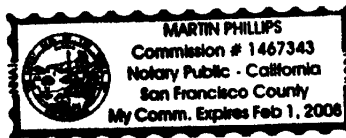

By: _____
Title: Karen A. Watson
General Director-
Mechanical Purchasing

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 14 day of December, 2004, before me personally appeared Ross Sullivan, to me personally known, who being by me duly sworn, says that he is the Vice President of Babcock & Brown Rail Funding LLC, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Martin Phillips
NOTARY PUBLIC

My commission expires: 2/1/08



STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this ____ day of December, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of Union Pacific Railroad Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARY PUBLIC

My commission expires: _____

)

On this ____ day of December, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of Babcock & Brown Rail Funding LLC, that the foregoing instrument was signed on behalf of said limited liability company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

NOTARY PUBLIC

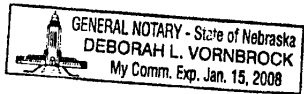
My commission expires: _____

)

On this 15th day of December, 2004, before me personally appeared Karen Wintson, to me personally known, who being by me duly sworn, says that s/he is the General Director - Purchasing of Union Pacific Railroad Company and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.

Michael L. Wendrich
NOTARY PUBLIC

My commission expires: 1/15/08



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/04



Robert W. Alvord